



# **THE ATTORNEY GENERAL OF TEXAS**

**GROVER SELLERS**  
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ATTORNEY GENERAL

**AUSTIN 11, TEXAS**

**Honorable Claude Isbell  
Secretary of State  
Austin, Texas**

**Attention: J.L. McGarity  
Head of Charter Division**

**Dear Sir:**

**Opinion No. O-6717**

**Re: Authority of Secretary of State  
to issue a certificate showing  
compliance with the laws of  
Texas and good standing of a  
partnership seeking to do busi-  
ness in the Dominican Republic.**

**Your letter of recent date requesting an opinion from this  
department on the above subject matter is as follows:**

**"We hand you herewith a photostatic copy of a  
letter received by this office from the law firm of  
Butler, Binion, Rice & Cook, in Houston, Texas, together  
with a photostatic copy of the Certificate referred to  
in said letter and the Exhibits attached to said cer-  
tificate. Will you please examine these instruments  
and advise us with respect to the following questions:**

- "1. Does the Secretary have the power and  
authority and is it his duty to make  
a certificate such as is requested in  
this letter?**
- "2. If the Secretary of State has such  
power and authority and it is his  
duty, is the certificate as submitted  
by the law firm in proper form?**
- "3. If the Secretary of State has such  
power and authority and duty, and the  
certificate is not in proper form, will  
you please do us the favor of preparing  
us such a certificate that will be in  
proper form?"**

**The letter from the law firm of Butler, Binion, Rice and  
Cook which you enclosed is as follows:**

**"A client of this office, Independent Prospect-  
ing Company, a general partnership, has undertaken the  
performance of a contract in the Dominican Republic.**

In order that the partnership may qualify to do business under the laws of the Dominican Republic, it becomes necessary to obtain certificate by a State Official that the partnership is organized in compliance with the laws of the State of Texas.

"Several weeks ago we took the matter up with the Attorney General's office and received several suggestions from Mr. W.C. Cason; one of which was to consult with the County Clerk in the county in which the partnership has its principal place of business, which we did, and were advised by him that he could only certify as to instruments which were on file in his office and could not certify as to the existence of any statute. We have heretofore furnished the officials of the Dominican Republic with a certified copy of the Assumed Name Certificate and a certified copy of the Articles of Partnership, which by themselves are not sufficient to meet their requirements.

"We presume that these officials are asking for a certificate similar to that issued by the Secretary of State to show that corporations organized under the State of Texas are in good standing.

"We are enclosing a certificate which we have prepared and which we believe will meet their requirements and a certificate to which we believe the Secretary of State can certify. After you have examined the same and if it appears in proper form, will you please have the certificate executed and advise us the amount of your fees and we will issue our check therefor."

The certificate referred to in the aforesaid letter is as follows:

**"UNITED STATES OF AMERICA**

**"STATE OF TEXAS | KNOW ALL MEN BY THESE PRESENTS:**  
**COUNTY OF HARRIS |**

**"THAT I, Claude Isbell, Secretary of State of the State of Texas, do certify that the following statute, being Article 5924 of the Revised Statutes of the State of Texas:**

**"No person shall conduct or transact business in this State under any assumed name or under any designation, name, style, corporate or otherwise other than the real name of each individual conducting or transacting such business, unless such person shall file in the office of the county clerk of the counties in which such person conducts, or transacts or intends to conduct or transact such business, a certificate setting forth the name under**

which such business is, or is to be, conducted or transacted, and the true full name or names of each person conducting the same with the post-office address of each. Said certificate shall be executed and duly acknowledged by the persons so conducting or intending to conduct said business in the manner provided for acknowledgment of conveyance of real estate.'

is in full force and effect and that the attached Certificate of Operation Under Assumed Name filed by Independent Prospecting Company is in full conformity with said statute.

"I further certify that the attached Articles of Agreement of the partnership, Independent Prospecting Company, constitute a valid partnership under the laws of the State of Texas.

"In testimony Whereof, I have hereunto set my hand and seal of office in the City of Austin in Travis County, State of Texas, on this the \_\_\_\_\_ day of \_\_\_\_\_, 1945.

"

\_\_\_\_\_  
Secretary of State of the  
State of Texas"

The portion of the above certificate which states that the Independent Prospecting Company constitutes a valid partnership is a legal conclusion. You are not authorized to certify to such legal conclusions. We, therefore, answer your first question in the negative. However, you may certify that Article 5924 was enacted in 1921 and is now in full force and effect, as shown by your records.

In view of our answer to your first question, it becomes unnecessary to answer Questions Nos. 2 and 3.

Yours very truly,

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ATTORNEY GENERAL OF TEXAS

By s/ J.C. Davis, Jr.  
Assistant

By s/ John Reeves  
John Reeves  
Assistant

JR:ddt:LJ;wc

APPROVED SEP 7, 1945  
s/ Carlos C. Ashley  
FIRST ASSISTANT  
ATTORNEY GENERAL